

RECORDATION NO. 29906-A FILED

SEP 30 11 42 55 PM

SURFACE TRANSPORTATION BOARD

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September 30, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of September 30, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 29906

The names and addresses of the parties to the enclosed document are

Assignor Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

Assignee TLP Rail Trust I
by Wilmington Trust Company, not in its
individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Ms Cynthia T Brown
September 30, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is

49 tank railcars within the series TILX 170086 – TILX 170249 as more
particularly set forth in the attachment to the document

A short summary of the document to appear in the index is

Memorandum of Assignment and Assumption Agreement

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



✓ Edward M Luria

EML/bhs
Enclosures

SEP 10 11 -2 55 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement dated as of September 30, 2011 by and between Trinity Industries Leasing Company, a Delaware corporation (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of September 30, 2011, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

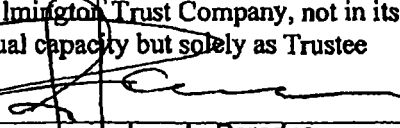
This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: ~~Wilmington Trust Company~~, not in its individual capacity but solely as Trustee

By: 
Name: Jose L. Paredes
Title: Assistant Vice President

**TRINITY INDUSTRIES LEASING
COMPANY**

By: _____
Name: _____
Title: _____

Executed on this 27th day of September, 2011

Executed on this ____ day of _____, 2011

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 27 day of September 2011, before a Notary Public in and for said County and State, personally appeared Jose L. Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on September 27 2011 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Patrick A. Kanar

Name:
Notary Public

My Commission Expires.
Residing in _____

PATRICK A. KANAR
Notary Public - State of Delaware
My Comm. Expires April 6, 2012

[Memorandum of Assignment and Assumption Agreement]

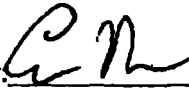
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

**TRINITY INDUSTRIES LEASING
COMPANY**

By:  _____
Name: Eric Marchetto
Title: Vice President

Executed on this ____ day of _____, 2011

Executed on this 29th day of September, 2011

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 29th day of September 2011, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on September 29, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary E. Koftan
Name:
Notary Public

My Commission Expires: March 7, 2013
Residing in Tarrant County

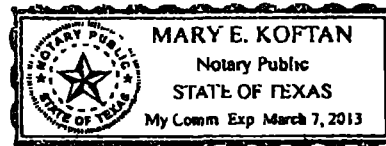


EXHIBIT A

1. Twenty-five (25) units as identified on Exhibit B hereto and leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated August 1, 2006 between Trinity Industries Leasing Company and Frac Tech Services, LLC.

2. One Hundred Thirty-Four (134) units as identified on Exhibit B hereto and leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated April 10, 2003 between Trinity Industries Leasing Company and International Chemical Company.

3. Fifty (50) units as identified on Exhibit B hereto and leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated April 10, 2003 between Trinity Industries Leasing Company and International Chemical Company

4. Forty-Nine (49) units as identified on Exhibit B hereto and leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated May 21, 1984 between Trinity Industries Leasing Company and Roquette America, Inc. (formerly Hubinger Company).

5. Ten (10) units as identified on Exhibit B hereto and leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated July 11, 2006 between Trinity Industries Leasing Company and SixOne Enterprises Inc.

EXHIBIT B

	<u>Lessee and Rider</u>	<u>Railcars</u>
1	Frac-Tech Services, LLC, Rider 9	TILX 328226
2	Frac-Tech Services, LLC, Rider 9	TILX 328227
3	Frac-Tech Services, LLC, Rider 9	TILX 328228
4	Frac-Tech Services, LLC, Rider 9	TILX 328229
5	Frac-Tech Services, LLC, Rider 9	TILX 328230
6	Frac-Tech Services, LLC, Rider 9	TILX 328231
7	Frac-Tech Services, LLC, Rider 9	TILX 328232
8	Frac-Tech Services, LLC, Rider 9	TILX 328233
9	Frac-Tech Services, LLC, Rider 9	TILX 328234
10	Frac-Tech Services, LLC, Rider 9	TILX 328235
11	Frac-Tech Services, LLC, Rider 9	TILX 328236
12	Frac-Tech Services, LLC, Rider 9	TILX 328237
13	Frac-Tech Services, LLC, Rider 9	TILX 328238
14	Frac-Tech Services, LLC, Rider 9	TILX 328239
15	Frac-Tech Services, LLC, Rider 9	TILX 328240
16	Frac-Tech Services, LLC, Rider 9	TILX 328241
17	Frac-Tech Services, LLC, Rider 9	TILX 328242
18	Frac-Tech Services, LLC, Rider 9	TILX 328243
19	Frac-Tech Services, LLC, Rider 9	TILX 328244
20	Frac-Tech Services, LLC, Rider 9	TILX 328245
21	Frac-Tech Services, LLC, Rider 9	TILX 328246
22	Frac-Tech Services, LLC, Rider 9	TILX 328247
23	Frac-Tech Services, LLC, Rider 9	TILX 328248
24	Frac-Tech Services, LLC, Rider 9	TILX 328249
25	Frac-Tech Services, LLC, Rider 9	TILX 328250
1	International Chemical Company, Rider 3	TILX 135986
2	International Chemical Company, Rider 3	TILX 135987
3	International Chemical Company, Rider 3	TILX 135988
4	International Chemical Company, Rider 3	TILX 135989
5	International Chemical Company, Rider 3	TILX 135990
6	International Chemical Company, Rider 3	TILX 135991
7	International Chemical Company, Rider 3	TILX 135992
8	International Chemical Company, Rider 3	TILX 135993
9	International Chemical Company, Rider 3	TILX 135994
10	International Chemical Company, Rider 3	TILX 135995
11	International Chemical Company, Rider 3	TILX 135996
12	International Chemical Company, Rider 3	TILX 135997

13	International Chemical Company, Rider 3	TILX 135998
14	International Chemical Company, Rider 3	TILX 135999
15	International Chemical Company, Rider 3	TILX 136000
16	International Chemical Company, Rider 3	TILX 136001
17	International Chemical Company, Rider 3	TILX 136002
18	International Chemical Company, Rider 3	TILX 136003
19	International Chemical Company, Rider 3	TILX 136004
20	International Chemical Company, Rider 3	TILX 136005
21	International Chemical Company, Rider 3	TILX 136006
22	International Chemical Company, Rider 3	TILX 136007
23	International Chemical Company, Rider 3	TILX 136008
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25	International Chemical Company, Rider 3	TILX 136010
26	International Chemical Company, Rider 3	TILX 136011
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29	International Chemical Company, Rider 3	TILX 136014
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50	International Chemical Company, Rider 5	TILX 136169
1	Roquette America, Inc , Rider 5	TILX 170086
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4	Roquette America, Inc., Rider 5	TILX 170096
5	Roquette America, Inc., Rider 5	TILX 170100
6	Roquette America, Inc , Rider 5	TILX 170101
7	Roquette America, Inc., Rider 5	TILX 170104
8	Roquette America, Inc., Rider 5	TILX 170202
9	Roquette America, Inc., Rider 5	TILX 170203
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40	Roquette America, Inc , Rider 5	TILX 170239
41	Roquette America, Inc , Rider 5	TILX 170240

42	Roquette America, Inc , Rider 5	TILX 170241
43	Roquette America, Inc., Rider 5	TILX 170242
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47	Roquette America, Inc., Rider 5	TILX 170247
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1	SixOne Enterprises Inc , Rider 1	TILX 190053
2	SixOne Enterprises Inc., Rider 1	TILX 190054
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4	SixOne Enterprises Inc., Rider 1	TILX 190057
5	SixOne Enterprises Inc., Rider 1	TILX 190060
6	SixOne Enterprises Inc., Rider 1	TILX 190062
7	SixOne Enterprises Inc., Rider 1	TILX 190063
8	SixOne Enterprises Inc , Rider 1	TILX 190064
9	SixOne Enterprises Inc., Rider 1	TILX 190079
10	SixOne Enterprises Inc., Rider 1	TILX 190081

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 9/30/11

Edward M Luria
Edward M Luria